

Appendix F

APPENDIX F

[Letterhead of Issuing Bank]

IRREVOCABLE STANDBY LETTER OF CREDIT NUMBER:

[_____]

ISSUANCE DATE: [_____]

MAXIMUM AMOUNT: U.S.\$12,850,000

BENEFICIARY:

U.S. Environmental Protection Agency

c/o [Name of Regional Superfund Director]
Director, Superfund Division, EPA Region [__]
[Address]

APPLICANT:

Stauffer Management Company
LLC

[Title if applicable]
[Address]

Dear Sir or Madam:

We hereby establish our Irrevocable Standby Letter of Credit No. [_____] in your favor, at the request and for the account of the Applicant, Stauffer Management Company LLC (litigation agent for Bayer CropScience Inc.), in the amount of exactly twelve million eight hundred and fifty thousand U.S. dollars (\$12,850,000) (the "Maximum Amount"). We hereby authorize you, the U.S. Environmental Protection Agency (the "Beneficiary"), to draw at sight on us, [Insert name and address of issuing bank], an aggregate amount equal to the Maximum Amount upon presentation of:

(1) your sight draft, bearing reference to this Letter of Credit No. [_____] (which may, without limitation, be presented in the form attached hereto as Exhibit A); and
(2) your signed statement reading as follows: "I certify that the amount of the draft is payable pursuant to that certain Consent Decree, approved by the United States District Court for the District of Massachusetts on _____, 20__, by and among the United States, Bayer CropScience Inc. and Pharmacia Corporation, entered into by the parties thereto in accordance with the authority of the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA).

This letter of credit is effective as of [insert issuance date] and shall expire on [a date at least 1 year later], but such expiration date shall be automatically extended for a period of [at least 1 year] on [the date which is at least 1 year later] and on each successive expiration date, unless, at least one hundred twenty (120) days before the current expiration date, we notify both you and [enter name of Settling Defendant posting the letter of credit] by certified mail that we have decided not to extend this letter of credit

beyond the current expiration date. In the event you are so notified, any unused portion of the credit shall immediately thereupon be available to you upon presentation of your sight draft for a period of at least 120 days after the date of receipt by both you and Stauffer Management Company LLC of such notification, as shown on signed return receipts.

Multiple and partial draws on this letter of credit are expressly permitted, up to an aggregate amount not to exceed the Maximum Amount. Whenever this letter of credit is drawn on, under, and in compliance with the terms hereof, we shall duly honor such draft upon presentation to us, and we shall deposit the amount of the draft in immediately available funds directly into such account or accounts as may be specified in accordance with your instructions.

All banking and other charges under this letter of credit are for the account of the Applicant.

This letter of credit is subject to the most recent edition of the Uniform Customs and Practice for Documentary Credits, published and copyrighted by the International Chamber of Commerce.

Very Truly Yours,

[Name and address of issuing institution]

[Signature(s), name(s), and title(s) of official(s) of issuing institution]

[Date]

Exhibit A - Form of Sight Draft

United States Environmental Protection Agency

Sight Draft

TO: [Insert name of Issuing Bank]
 [Insert address of Issuing Bank]
 [_____
 _____]

RE: Letter of Credit No. [_____]

DATE:[Insert date that draw is made]

TIME: [Insert time of day that draw is made]

This draft is drawn under your Irrevocable Letter of Credit No. [_____]. Pay to the order of the United States Environmental Protection Agency, in immediately available funds, the amount of [in words] U.S. Dollars (U.S.\$[_____]) or, if no amount certain is specified, the total balance remaining available under your Irrevocable Letter of Credit No. [_____].

Pay such amount as is specified in the immediately preceding paragraph by FedWire Electronic Funds Transfer ("EFT") to the [Site name] Special Account within the EPA Hazardous Substance Superfund in accordance with current EFT procedures, referencing File Number 2007Z00674, EPA Region and Site Spill ID Number 0107, and DOJ Case Number 90-11-2-228/6 as follows:

Federal Reserve Bank of New York

ABA = 021030004

Account = 68010727

33 Liberty Street

New York, NY 10045

Field Tag 4200 of the Fedwire message should read "D 68010727 Environmental Protection Agency."

This Sight Draft has been duly executed by the undersigned, an authorized representative or agent of the United States Environmental Protection Agency, whose signature hereupon constitutes an endorsement.

By: _____ [signature]

_____ [name]

_____ [title]